

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

DRESSER-RAND COMPANY, DRESSER-
RAND CANADA, INC., and DRESSER-RAND
GROUP, INC.,

Plaintiffs,

v.

INGERSOLL RAND COMPANY and
INGERSOLL RAND COMPANY LIMITED,

Defendants.

No. 14-CIV-7222 (KPF)

DECLARATION OF NOAH M. LEIBOWITZ, ESQ.

I, Noah M. Leibowitz, Esq., submit this declaration pursuant to 28 U.S.C. § 1746 and declare as follows:

1. I am a member of the law firm of Simpson Thacher & Bartlett LLP, attorneys for Defendants Ingersoll Rand Company and Ingersoll Rand Company Limited. I respectfully submit this declaration in support of Defendants' Motion to Dismiss the Complaint. I am familiar with the matters set forth in this declaration from my personal knowledge, review of the files in the possession of my firm, and discussion with others at my firm.

2. I have organized the exhibits to this Declaration in chronological order for the Court's convenience.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Equity Purchase Agreement between FRC Acquisitions LLC, on Behalf of Itself and the other Buyers named therein, and Ingersoll-Rand Company Limited on Behalf of Itself and the other Sellers Named therein, dated August 25, 2004.

4. Attached hereto as Exhibit 2 is a true and correct copy of Dresser-Rand Group Inc.'s Form S-1, dated May 16, 2005, obtained from the Dresser-Rand website at <http://investor.dresser-rand.com/secfiling.cfm?filingID=950123-05-6368>.

5. Attached hereto as Exhibit 3 is a true and correct copy of the Dresser-Rand press release "Dresser-Rand Group Inc. Prices Initial Public Offering of Common Stock," dated August 4, 2005, obtained from the Dresser-Rand website at <http://investor.dresser-rand.com/releasedetail.cfm?ReleaseID=170781>.

6. Attached hereto as Exhibit 4 is a true and correct copy of Yara Belle Plaine Inc.'s Statement of Claim in the matter of *Yara Belle Plaine Inc. v. Ingersoll-Rand Company, Dresser-Rand Company, Dresser Rand Group, Inc. and Dresser-Rand Canada, Inc.*, Court of Queen's Bench for Saskatchewan, Court File No. Q.B.G. No. 1561 of 2013, dated August 20, 2013.

7. Attached hereto as Exhibit 5 is a true and correct copy of a notification email from CT Corporation regarding service of process on Ingersoll-Rand Company on February 6, 2014 in the matter of *Yara Belle Plaine Inc. v. Ingersoll-Rand Company, Dresser-Rand Company, Dresser Rand Group, Inc. and Dresser-Rand Canada, Inc.*, Court of Queen's Bench for Saskatchewan, Court File No. Q.B.G. No. 1561 of 2013, dated February 7, 2014.

8. Attached hereto as Exhibit 6 is a true and correct copy of excerpts of Ingersoll-Rand plc's 2013 Form 10-K, dated February 14, 2014, obtained from the Ingersoll Rand website at <https://investor.shareholder.com/ir/secfiling.cfm?filingID=1466258-14-9>.

9. Attached hereto as Exhibit 7 is a true and correct copy of excerpts of Dresser-Rand Group Inc.'s 2013 Form 10-K, dated March 14, 2014, obtained from the Dresser-Rand website at <http://investor.dresser-rand.com/secfiling.cfm?filingID=1562762-14-65>.

10. Attached hereto as Exhibit 8 is a true and correct copy of a letter from Peter M. Donnelly, Associate General Counsel of Ingersoll Rand, to Kyle C. Reeb of Hodgson Russ LLP, dated May 24, 2014.

11. Attached hereto as Exhibit 9 is a true and correct copy of a letter from Robert L. Katz, Senior Vice President and General Counsel of Ingersoll Rand, to Tom Denison and Anne Gold of First Reserve Corporation, and Howard Ellin of Skadden, Arps, Slate, Meagher & Flom LLP, dated August 12, 2014.

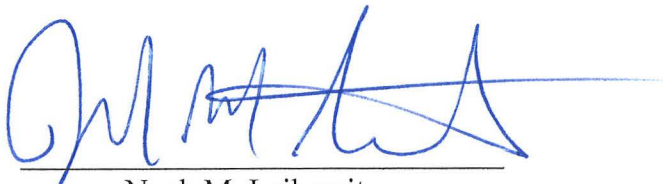
12. Attached hereto as Exhibit 10 is a true and correct copy of a letter from Peter M. Donnelly, Associate General Counsel of Ingersoll Rand, to David J. Grennell, Assistant General Counsel of Dresser-Rand, dated August 15, 2014 (filed under seal).

13. Attached hereto as Exhibit 11 is a true and correct copy of the Dresser-Rand press release "Dresser-Rand Signs Agreement To Sell To Siemens For Approximately \$7.6 Billion In An All Cash Transaction," dated September 21, 2014, obtained from the Dresser-Rand website at <http://investor.dresser-rand.com/releasedetail.cfm?ReleaseID=871792>.

14. Attached hereto as Exhibit 12 is a copy of a transcript of the Pre-Motion Conference in the above-captioned matter, dated October 28, 2014.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 1, 2014
New York, New York


Noah M. Leibowitz